

DRAFT

Los Angeles Area Regional Agency

Bylaws of the Los Angeles Area Integrated Waste Management Authority

Section 1. Agency Structure and Meetings

1.1 Board.

1.1.1 The Governing Board of Directors (Board) shall be comprised of a representative from each of the Member jurisdictions. Each Member shall have one voting seat on the Board.

1.1.2 Each Member shall designate a representative and an alternative representative for their voting seat on the Board. The designation will be submitted to the Los Angeles Area Integrated Waste Management Authority (Agency) on Member letterhead by the signature authority of the Member. Changes in representation of a Member must be submitted in writing to the Manager before the new representative has the right to vote.

1.1.3 Each Board representative attending the Board meetings will receive one vote. Board representatives may not vote for multiple jurisdictions.

1.1.4 Each Member who is current with annual membership dues will be entitled to vote.

1.2 Officers

1.2.1 The Officers of the Board shall include a Chair, Vice-Chair, and Treasurer elected by a vote of Members.

1.2.2 The Officers will be elected by written ballot for a one-year term by a simple majority vote. Officers may serve additional terms if elected.

1.3 Committees.

1.3.1 The Agency will have two standing subcommittees; Finance and AB939 Compliance. The Treasurer will serve as Chair of the Finance Committee and the Board Chair shall appoint the AB939 Compliance Chair.

1.4 Meetings.

1.4.1 The Board will hold regular meetings, at a minimum, on a quarterly basis.

1.4.2 Special meetings of the Board may be called by the Manager or Officers of the Board when necessary. Special meetings shall be held upon seven (7) days notice by first-class mail, E-Mail, and/or phone by the Agency. Notification will be made to the Member addresses as shown in the Agency's records.

1.4.3 Board meetings may be held through use of conferencing equipment if it does not conflict with the Ralph M. Brown Act. All members must be able to clearly hear each other and be able to be recorded in the minutes.

1.4.4 Voting on agenda items will take place if a quorum of the Board is present. A quorum is designated as a simple majority of Member voting representatives.

1.4.5 Agenda items may be approved by a majority vote of Members present at the Board meeting.

Section 2. Regional Agency Annual Report

2.1 Agency staff will prepare a "LARA Annual Status Report" and provide each Member a copy.

Section 3. Duties of the Board

3.1 The Board is responsible for the following:

- 3.1.1 Selection of the Chair, Vice Chair and Secretary for each year.
- 3.1.2 Development and approval of the Agency's annual budget and review of expenditures.
- 3.1.3 Determination of the annual Membership fees and ensuring the collection of fees.
- 3.1.4 Selection of any additional regional diversion projects for the benefit of Members.
- 3.1.5 Participation in the implementation of regional projects in their jurisdiction.
- 3.1.6 Participation in the development of Agency positions on proposed legislation and/or regulations for the benefit of Members and the Agency.
- 3.1.7 Attendance at Board meetings.
- 3.1.8 Ensuring that annual report information is forwarded to the Agency in a timely manner.
- 3.1.9 Ratification of Committees and Sub-Committees of the Board.

Section 4. Agency Financial Requirements

- 4.1 The Agency shall have a separate account within the City of Los Angeles' Integrated Waste Management Fund. This account will be maintained and serviced by the City of Los Angeles as long as the City of Los Angeles remains a Member of the Agency.
- 4.2 Should the City of Los Angeles withdraw from or be terminated by the Agency, the balance of the Agency funds and financial records will be turned over to the Board.
- 4.3 Should the Agency be dissolved, the balance of Agency funds will be returned in proportion to the Members.

Section 5. Addition of New Member Jurisdictions

5.1 The Agency will have the authority through an action by the Board to add New Member Jurisdictions to the Agency. Each New Member shall have equal rights and responsibilities of all Members.

5.2 Upon application for membership in the Agency, staff will prepare an agenda item which will include an assessment of:

5.2.1 The level of good faith implementation of the applicant's SRRE.

5.2.2 Past, current, and if feasible future diversion rates of the jurisdiction and any potential impact on the Agency;

5.2.3 Impact on the resources of the Agency to provide services, if any;

5.2.4 Other factors that may impact Agency operations.

5.3 The Board will act at least 45 days before the end of the fiscal year on the membership application(s) received.

5.4 A majority vote of the Board is required to approve the new Member(s).

5.5 If an application is not approved by the Board, the Agency will provide a letter to the applicant describing the reasons for the action.

5.6 Upon action of the Board approving new Members, a request will be sent to the California Integrated Waste Management Board (CIWMB) to place an agenda item adding the new members to the Agency.

5.7 New Members will be assessed the next annual fee and a prorated share of assets held by the Agency such as the reserve fund upon action of the Board. Voting status will be conveyed upon the payment of fees by the new Member.

Section 6. Withdrawal and Termination

6.1 Any Member may voluntarily withdraw from this Agreement by filing with the Agency a written notice to withdraw no less than one hundred eighty (180) days prior to the close of the Agency's fiscal year.

6.2 A Jurisdiction's participation and membership may be terminated by the Board for non-performance of its responsibilities and/or duties. Termination may be for the following cause(s) as determined by the Board:

6.2.1 Non-payment of the required annual membership fee;

6.2.2 Lack of good faith implementation of the jurisdiction's CIWMB-approved SRRE;

6.2.3 Lack of good faith implementation of the jurisdiction's CIWMB-approved SB1066 Time Extension;

6.2.4 Lack of good faith implementation of the jurisdiction's CIWMB-approved Compliance Order Work Plan;

6.2.5 Lack of good faith implementation of the jurisdiction's HHWE;

6.2.6 Substantial lack of participation in Member reporting requirements;

6.2.7 Other action(s) by the jurisdiction which are substantially detrimental to the effectiveness and/or viability of the Agency;

6.2.8 Other action(s) not consistent with goals/objectives and/or spirit of AB939.

6.3 The Agency will notify the Members of the potential termination and the intent to place an agenda item on the next Board agenda for termination of membership. The

Member cited in the agenda item will be given a hearing at the full Board meeting before action of the Board.

6.3.1 A two-thirds vote of the Board will be necessary to terminate the membership of a Member of the Agency.

6.3.2 Upon termination, the affected jurisdiction will be refunded its contribution to the reserve fund.

6.4 Upon action of the Board terminating a Member's membership in the Agency, the jurisdiction so affected has (10) days to file a written appeal to the Board along with a plan of correction to remedy the cause(s) that formed the basis of the termination.

6.4.1 The Board has ninety days (90) to act upon an appeal under Section 9.4. After 90 days the previous Board action becomes final.

Section 7. Payment of Civil Penalties Imposed by the California Integrated Waste Management Board (CIWMB)

7.1 The Members hereby agree that the responsibility for any civil penalties incurred pursuant to AB 939 shall be assigned to the Agency. Should a penalty be assessed against the Agency for non-compliance after all administrative remedies are exhausted, the Members hereby authorize the Board to allocate responsibility to the Members.

7.2 In the event of civil penalties, the Manager shall prepare and submit a report to the Board analyzing the cause of the penalty including recommendations for apportioning penalties.

7.3 The Board shall impose civil penalties in proportion to a Member's failure to implement their Source Reduction and Recycling Element and/or Household Hazardous Waste Element.

7.4 Division of civil penalties must be acted upon by a two-thirds vote of the Board. Upon action of the Board, the Agency shall provide the Members written notice regarding their responsibility, including the basis for determining the Member's proportional responsibility. Any Member will be provided an opportunity for a hearing before the Board before the assessment of penalties takes place.

Section 8. Name and Location of Agent for Service of Process

8.1 The name of the regional agency is the Los Angeles Area Integrated Waste Management Authority. The address and primary contact person is the following:

Ms. Karen Coca

LARA Manager

City of Los Angeles

Bureau of Sanitation, SRCRD

433 S. Spring Street, 5th Floor

Los Angeles, CA 90013

Telephone: (213) 473-8242

E Mail: KACoca@san.lacity.org

Section 9. Amendment

9.1 These bylaws may be amended or modified at any time, in a manner consistent with and in furtherance of the purposes of the Joint Powers Agreement, with the written consent of a majority of the Members within the Agency.